

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Engels Medina, depose and say that I am employed by Kroll Restructuring Administration LLC (“**Kroll**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On April 16, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

- Supplemental Declaration of Andrea Hill in Connection with the Application of Debtors for Entry of an Order Authorizing the Retention and Employment of Ernst & Young LLP as Tax, Accounting and Valuation Services Provider, Effective as of November 3, 2024 [Docket No. 1286]

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

On April 16, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Fee Application Service List attached hereto as **Exhibit B**:

- Third Monthly Fee Application of Young Conaway Stargatt & Taylor, LLP, as Co-Counsel for the Debtors and the Debtors in Possession, for Allowance of Compensation and Reimbursement of Expenses for the Period from February 1, 2025, through and Including February 28, 2025 [Docket No. 1285]

Dated: May 2, 2025

/s/ Engels Medina

Engels Medina

State of New York
County of New York

Subscribed and sworn (or affirmed) to me on May 2, 2025, by Engels Medina, proved to me on the basis of satisfactory evidence to be the person who executed this affidavit.

/s/ OLEG BITMAN

Notary Public, State of New York

No. 01BI6339574

Qualified in New York County

Commission Expires April 4, 2028

Exhibit A

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Marty L. Brimmage, Jr. 2300 N. Field Street Suite 1800 Dallas TX 75201	mbrimmage@akingump.com	Email
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael S. Stamer, Brad M. Kahn, Avi E. Luf One Bryant Park New York NY 10036	mstamer@akingump.com bkahn@akingump.com aluft@akingump.com	Email
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Ashby & Geddes, P.A.	Attn: Michael D. DeBaecke 500 Delaware Avenue, 8th Floor Wilmington DE 19801	mdebaecke@ashbygeddes.com	Email
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Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511	nferland@barclaydamon.com	Email
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Counsel to Drink LMNT, Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins 222 Delaware Avenue, Suite 1200 Wilmington DE 19801	kevin.collins@btlaw.com	Email
Counsel to Elanco US Inc.	Barnes & Thornburg LLP	Attn: Mark R. Owens, Amy E. Tryon 222 Delaware Avenue, Suite 1200 Wilmington DE 19801	mark.owens@btlaw.com amy.tryon@btlaw.com	Email
Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Bayard, P.A.	Attn: Ericka F. Johnson 600 N. Market Street, Suite 400 Wilmington DE 19801	ejohnson@bayardlaw.com	Email
Counsel to The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Elliot M. Smith 127 Public Square, Suite 4900 Cleveland OH 44114	esmith@beneschlaw.com	Email
Counsel to Babson Macedonia Partners, LLC, TM2, LLC, The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Kevin M. Capuzzi, Juan E. Martinez, Jennifer R. Hoover 1313 North Market Street, Suite 1201 Wilmington DE 19801-6101	kcapuzzi@beneschlaw.com jmartinez@beneschlaw.com jhoover@beneschlaw.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass and Former Stockholders	Bernstein Litowitz Berger & Grossmann LLP	Attn: Benjamin Potts, Mae Oberste 500 Delaware Avenue Suite 901 Wilmington DE 19801	benjamin.potts@blbglaw.com mae.oberste@blbglaw.com	Email

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel for Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Blank Rome LLP	Attn: Michael B. Schaedle, Stanley B. Tarr, Jordan L. Williams 1201 N. Market Street, Suite 800 Wilmington DE 19801	mike.schaedle@blankrome.com stanley.tarr@blankrome.com jordan.williams@blankrome.com	Email
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Counsel to Hilco Merchant Resources, LLC	Chipman Brown Cicero & Cole, LLP	Attn: Mark L. Desgrosseilliers Hercules Plaza 1313 North Market St, Suite 5400 Wilmington DE 19801	desgross@chipmanbrown.com	Email
Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, VS Tempe, LLC, Vestar-CPT Tempe Marketplace, LLC	Clark Hill PLC	Attn: Audrey L. Hornisher 901 Main Street, Suite 6000 Dallas TX 75202	ahornisher@clarkhill.com	Email
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Counsel to Missouri Boulevard Investment Company	Cook, Vetter, Doerhoff & Landwehr, P.C.	Attn: John D. Landwehr 231 Madison Street Jefferson City MO 65101	jlandwehr@cvtl.net	Email

Exhibit A
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Served as set forth below

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Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Marla S. Benedek, Kaan Ekiner 1201 N. Market Street Suite 1001 Wilmington DE 19801	mbenedek@cozen.com kekiner@cozen.com	Email
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Counsel to Harris County, Harris County Flood Control District, Harris County Port of Houston Authority, Harris County Hospital District, and Harris County Department of Education (hereinafter "Harris County")	Harris County Attorney's Office	Susan Fuertes Attn: Property Tax Division P.O. Box 2848 Houston TX 77252	taxbankruptcy.cao@harriscountytexas.gov	Email

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Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346		First Class Mail
Counsel to 100 Brentwood Associates, L.P.	Kaplin Stewart Meloff Reiter & Stein, P.C.	Attn: William J. Levant 910 Harvest Drive Post Office Box 3037 Blue Bell PA 19422	wlevant@kaplaw.com	Email
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curbline Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	Attn: Robert L. LeHane, Jennifer D. Raviele, Allison Selick 3 World Trade Center 175 Greenwich Street New York NY 10007	KDWBankruptcyDepartment@kelleydrye.com rlehane@kelleydrye.com jrvaviele@kelleydrye.com aselick@kelleydrye.com	Email
Counsel to Ken Burton, Jr., Manatee County Tax Collector	Ken Burton, Jr., Manatee County Tax Collector	Attn: Michelle Leeson, Paralegal, Collections Specialist, CFCA 1001 3rd Ave W, Suite 240 Brandenton FL 34205-7863	legal@taxcollector.com	Email
Counsel to Frontier Bel Air LLC, Frontier Dania LLC, Frontier Osceola LLC, Frontier Dover LLC, Frontier Kissimmee LLC	Kerrick Bachert PSC	Attn: Scott A. Bachert 1411 Scottsville Road P. O. Box 9547 Bowling Green KY 42102-9547		First Class Mail
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Counsel to Debtors and Debtors In Possession	Kirkland & Ellis LLP	Attn: Joshua A. Sussberg, P.C., Nicole L. Greenblatt, P.C., Derek I. Hunter 601 Lexington Avenue New York NY 10022	joshua.sussberg@kirkland.com nicole.greenblatt@kirkland.com derek.hunter@kirkland.com	Email
Counsel to Debtors and Debtors In Possession	Kirkland & Ellis LLP	Attn: Mark McKane, P.C. 555 California Street San Francisco CA 94101	mark.mckane@kirkland.com	Email
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Counsel to Oxford Valley Road Associates, L.P.	Kurtzman Steady LLC	Attn: Jeffrey Kurtzman 101 N. Washington Avenue Suite 4A Margate NJ 08402	kurtzman@kurtzmansteady.com	Email
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Landis Rath & Cobb LLP	Attn: Adam G. Landis, Matt McGuire, Elizabeth Rogers 919 Market Street Suite 1800 P.O. Box 2087 Wilmington DE 19801	landis@lrclaw.com mcguire@lrclaw.com erogers@lrclaw.com	First Class Mail and Email
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: Andrew Sorkin 555 Eleventh Street NW Suite 1000 Washington DC 20004	andrew.sorkin@lw.com	Email
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	Attn: James Kstanes, Timothy Beau Parker 330 N Wabash Avenue Suite 2800 Chicago IL 60611 Canada	james.kstanes@lw.com beau.parker@lw.com	Email

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Counsel to Cypress-Fairbanks ISD, Harris County, Galveston County, Montgomery County, Ford Bend County, Katy ISD, Harris CO ESD # 08, City of Houston, Montgomery County, Harris CO ESD # 48, Lone Star College System, Harris CO ESD # 16, Harris CO ESD # 11, Houston ISD, Galveston County, Harris CO ESD # 09, Cypress-Fairbanks ISD, Deer Park ISD, Fort Bend County, Houston Comm Coll System, City of Pasadena, Jefferson County	Linebarger Goggan Blair & Sampson, LLP	Attn: Tara L. Grundemeier PO Box 3064 Houston TX 77253-3064	houston_bankruptcy@lgbs.com	Email
Counsel to Woodbolt Distribution, LLC, Glanbia Performance Nutrition, Inc., Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC	Lowenstein Sandler LLP	Attn: Michael S. Etkin, Michael Papandrea, Andrew Behlmann One Lowenstein Drive Roseland NJ 07068	metkin@lowenstein.com mpapandrea@lowenstein.com abehlmann@lowenstein.com	Email
Counsel to Heritage Seymour I, LLC and Heritage Seymour II, LLC, Shelbyville Road Plaza, LLC, Lichtefeld Development Trust, Lichtefeld Properties LLC	McCarter & English, LLP	Attn: Kate Roggio Buck, Maliheh Zare, Sheila Calello Renaissance Centre 405 N. King Street, 8th Floor Wilmington DE 19801	kbuck@mccarter.com mzare@mccarter.com	Email
Counsel to Heritage Seymour I, LLC and Heritage Seymour II, LLC	McCarter & English, LLP	Attn: Lisa S. Bonsall Four Gateway Center 100 Mulberry Street Newark NJ 07102	lbonsall@mccarter.com	Email
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons 700 Jeffrey Way, Suite 100 Round Rock TX 78665	jparsons@mvbalaw.com	Email
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons P.O. Box 1269 Round Rock TX 78680-1269	jparsons@mvbalaw.com	Email

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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State of Michigan, Department of Treasury	Michigan Assistant Attorney General	Attn: Heather L. Donald Cadillac Place Building 3030 W. Grand Blvd. Ste. 10-200 Detroit MI 48202	donaldh@michigan.gov	Email
Counsel to New Westgate Mall LLC	Mirick, O'Connell, DeMallie & Lougee, LLP	Attn: Joseph H. Baldiga, Shannah L. Colbert 1800 West Park Dr., Suite 400 Westborough MA 01581	jbaldiga@mirickoconnell.com scolbert@mirickoconnell.com	Email
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Counsel for RCG-PSC Camp Creek Owner, LLC, University Realty Associates, LLC	Morris James LLP	Attn: Carl N. Kunz, III, Christopher M. Donnelly 500 Delaware Avenue, Suite 1500 Wilmington DE 19801	ckunz@morrisjames.com cdonnelly@morrisjames.com	Email
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Exhibit A
Core/2002 Service List
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Core/2002 Service List
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Exhibit B

Exhibit B
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